ALL-NEW ULTIMATES®

ULTIMATE MARVEL NOW!

FIFFE
PINNA
WOODARD

003

ALL-NEW ULTIMATES

Teenagers **Cloak** and **Dagger**, **Bombshell**, **Black Widow**, and **Spider-Man** have stepped up to become the next generation of heroes. They are the **NEW ULTIMATES**.

In **Hell's Kitchen**, a gang called the **Serpent Skulls** have been dealing super-power drugs. The **New Ultimates** have made stopping them their **first mission as a team.**

The team tried to break up a gang dispute between **The Serpent Skulls** and super villains, **Styx and Stone**. The **NYPD** got involved, too.

Styx was **killed** by police, but before he died, he hit **Detective Schreck** with a dose of his mysterious powers. **Detective Schreck** was **disfigured** and **mortally wounded**.

And **Black Widow** was **poisoned**.

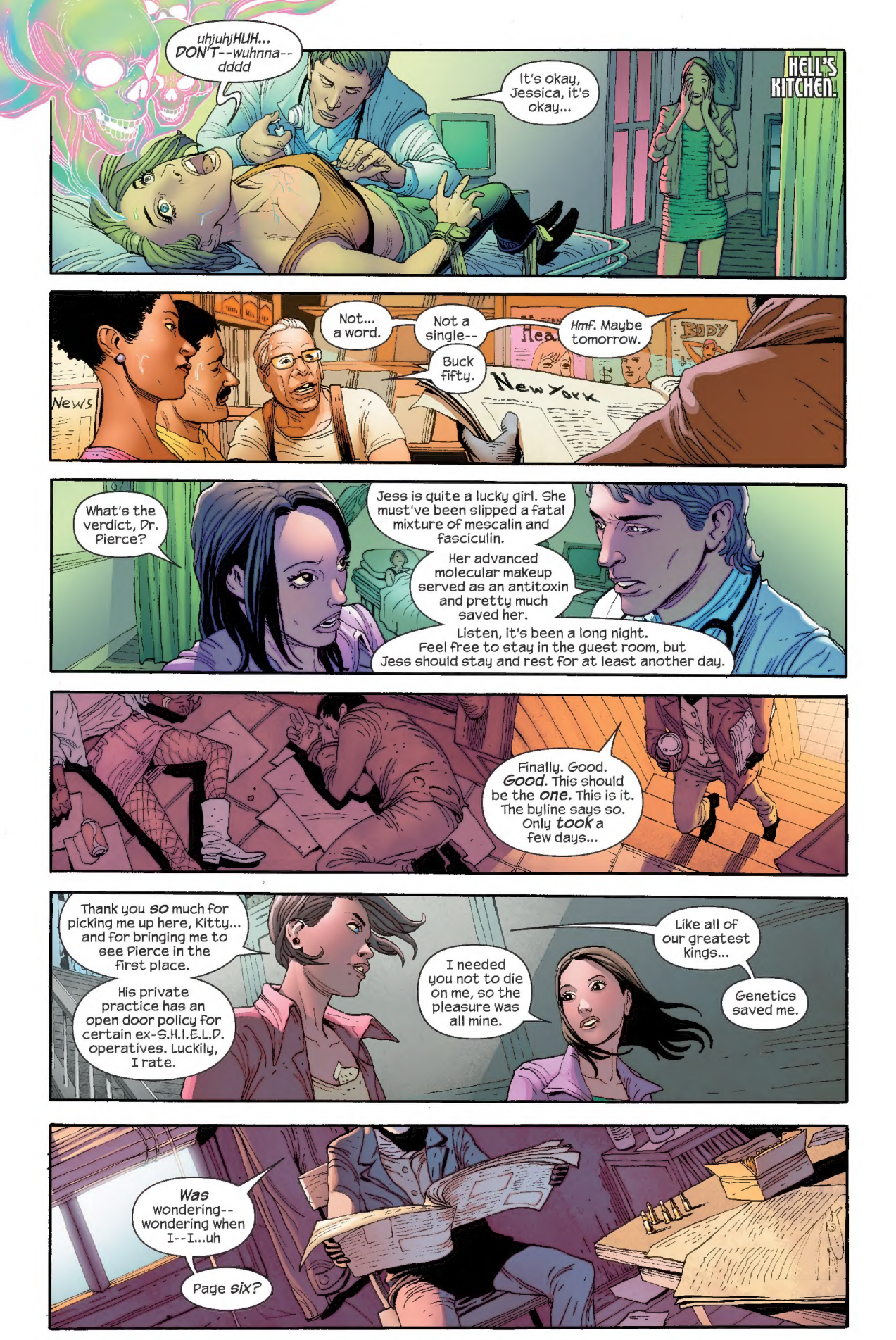
After the fight, **Bombshell freaked out** and **quit the team.**

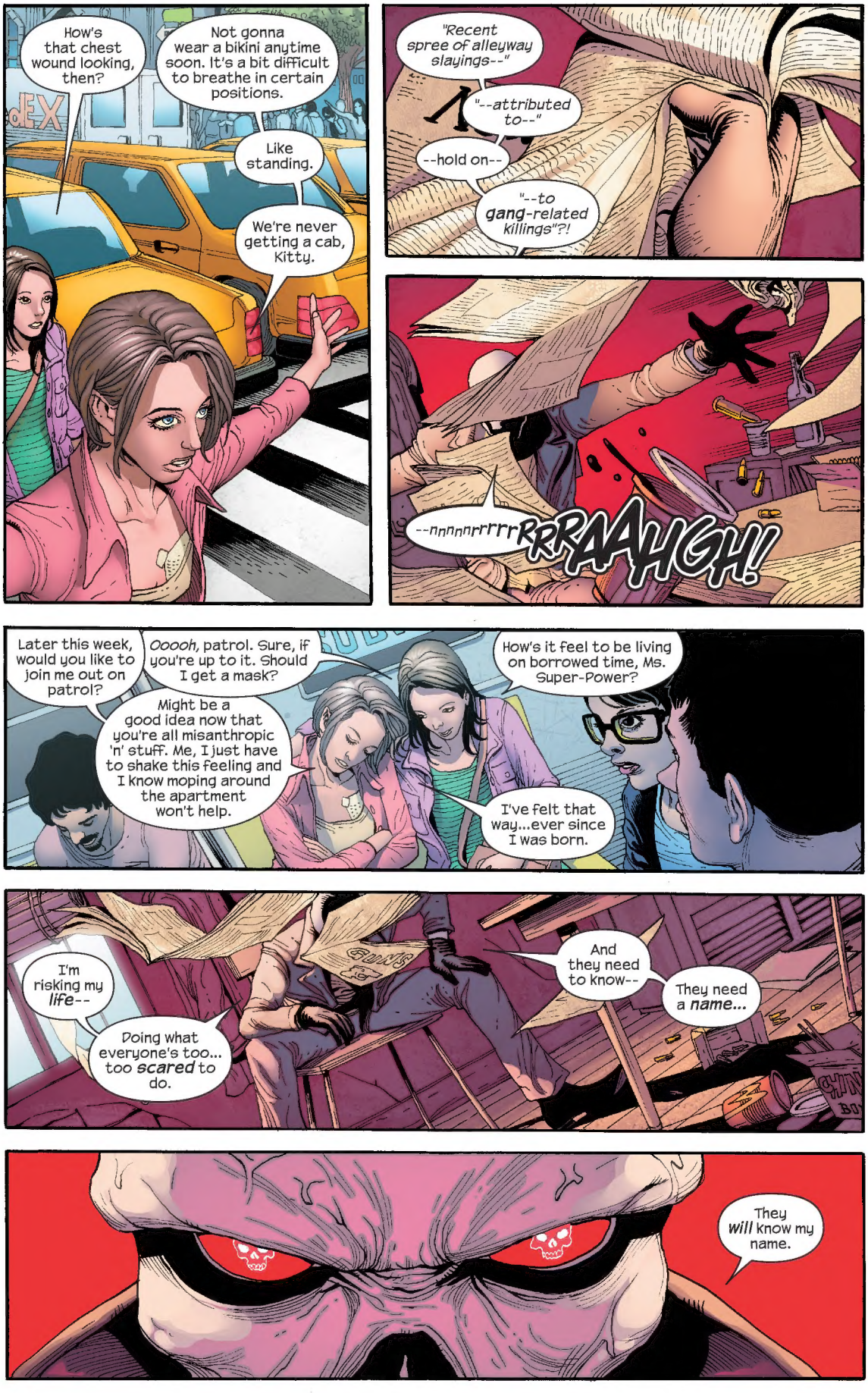
Later, **Kitty Pryde freaked out** when she saw her roommate, **Black Widow**, **drugged up** and **hallucinating.**

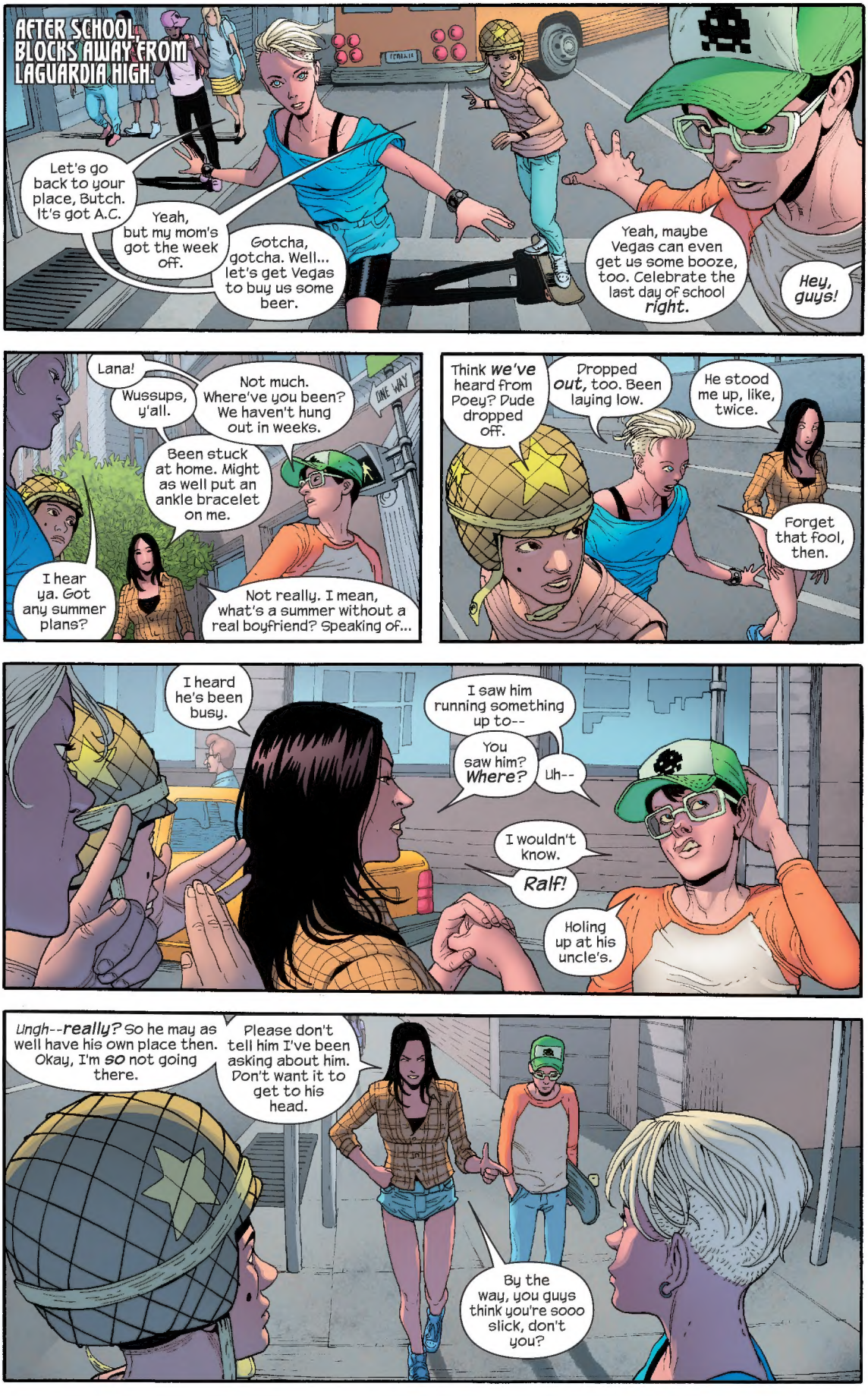
Meanwhile, a **masked vigilante** has been **serving justice...one murder** at a time...

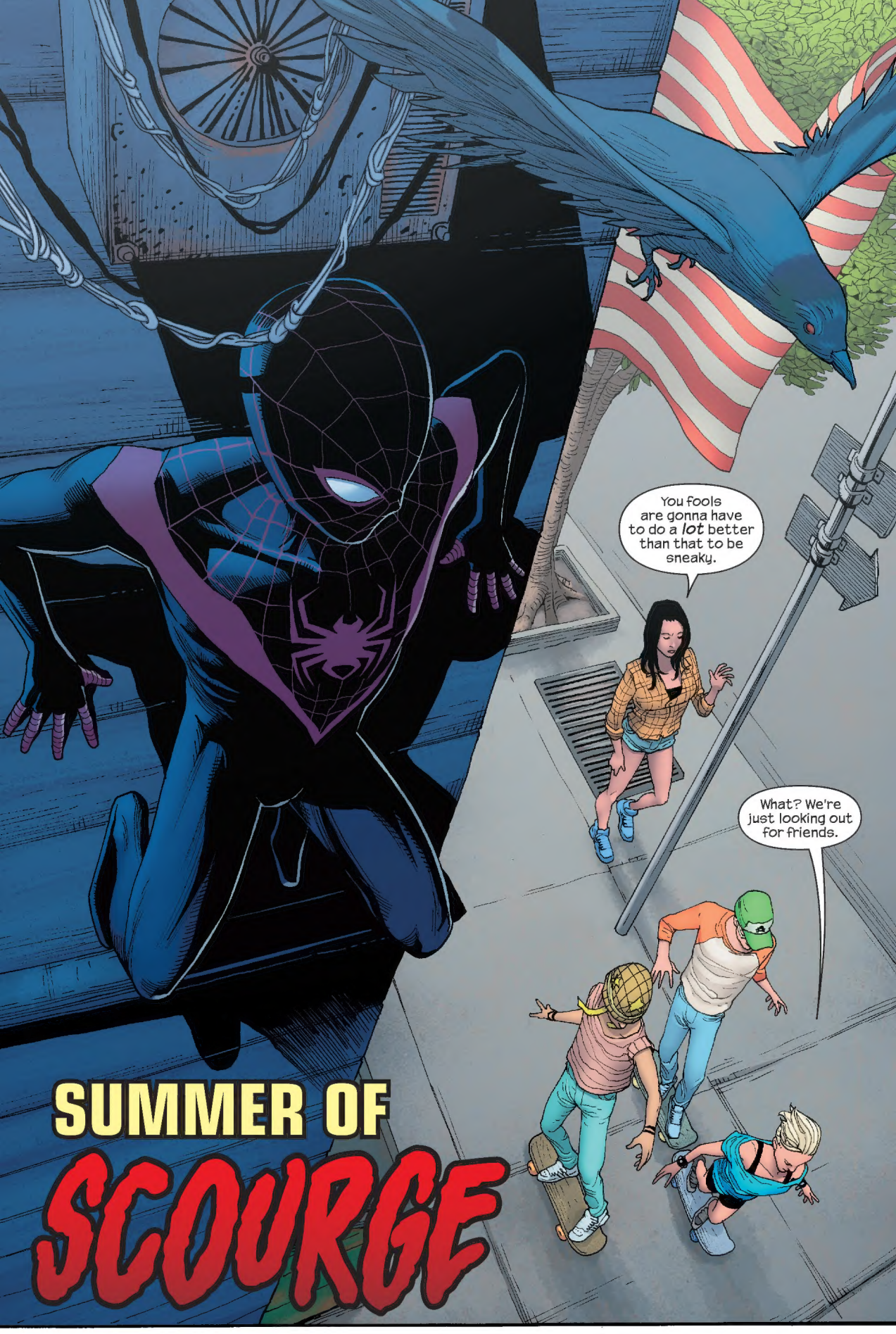
MICHEL FIFFE - WRITER
AMILCAR PINNA - ARTIST
NOLAN WOODARD - COLOR ARTIST
VC'S CLAYTON COWLES - LETTERER
IDETTE WINECOOR - PRODUCTION DESIGNER
DAVID NAKAYAMA - COVER ARTIST
SIYA OUM - VARIANT COVER ARTIST
EMILY SHAW - ASSISTANT EDITOR
MARK PANICCIA - EDITOR
AXEL ALONSO - EDITOR IN CHIEF
JOE QUESADA - CHIEF CREATIVE OFFICER
DAN BUCKLEY - PUBLISHER
ALAN FINE - EXECUTIVE PRODUCER

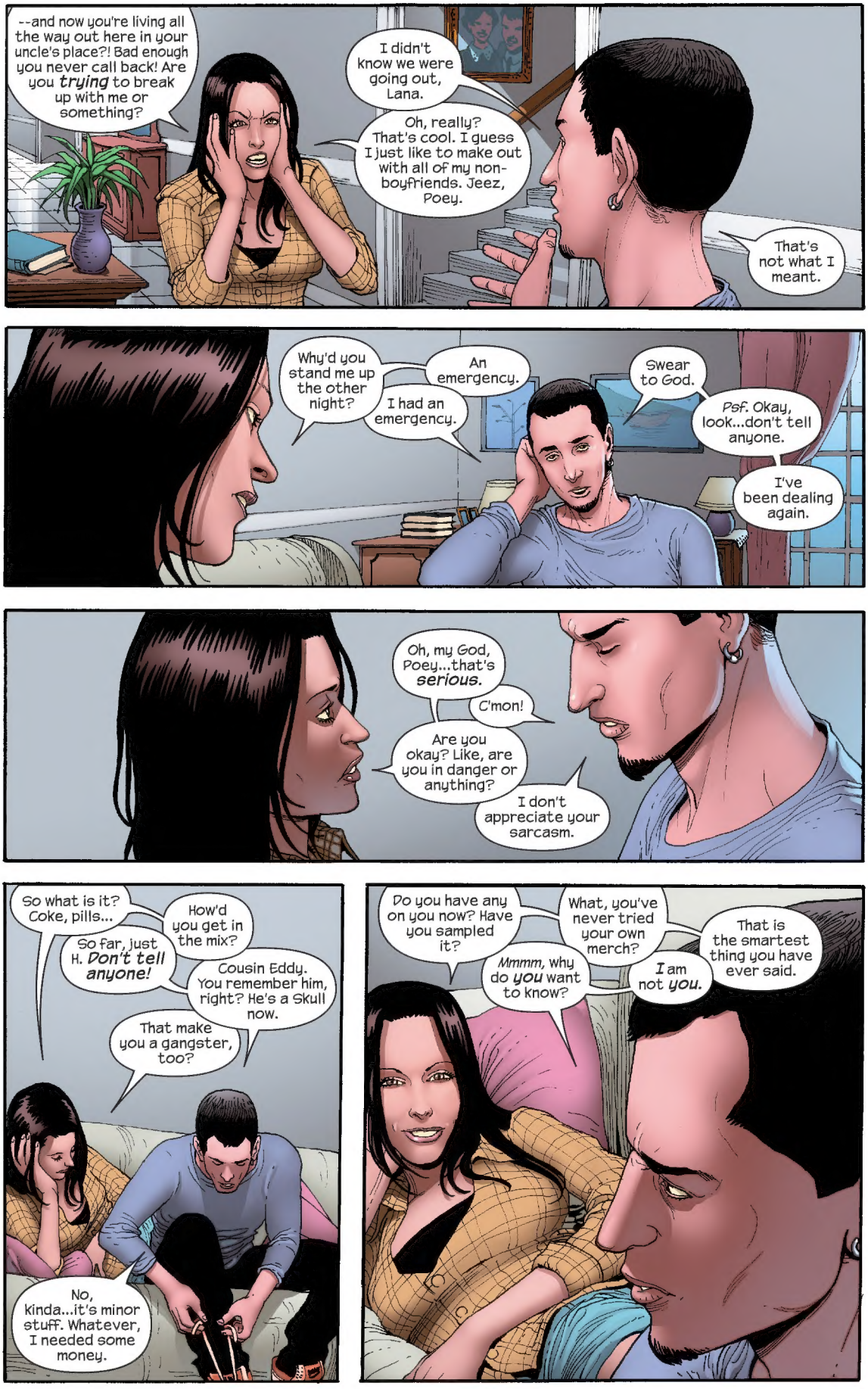
© 2014 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental.
WWW.MARVEL.COM

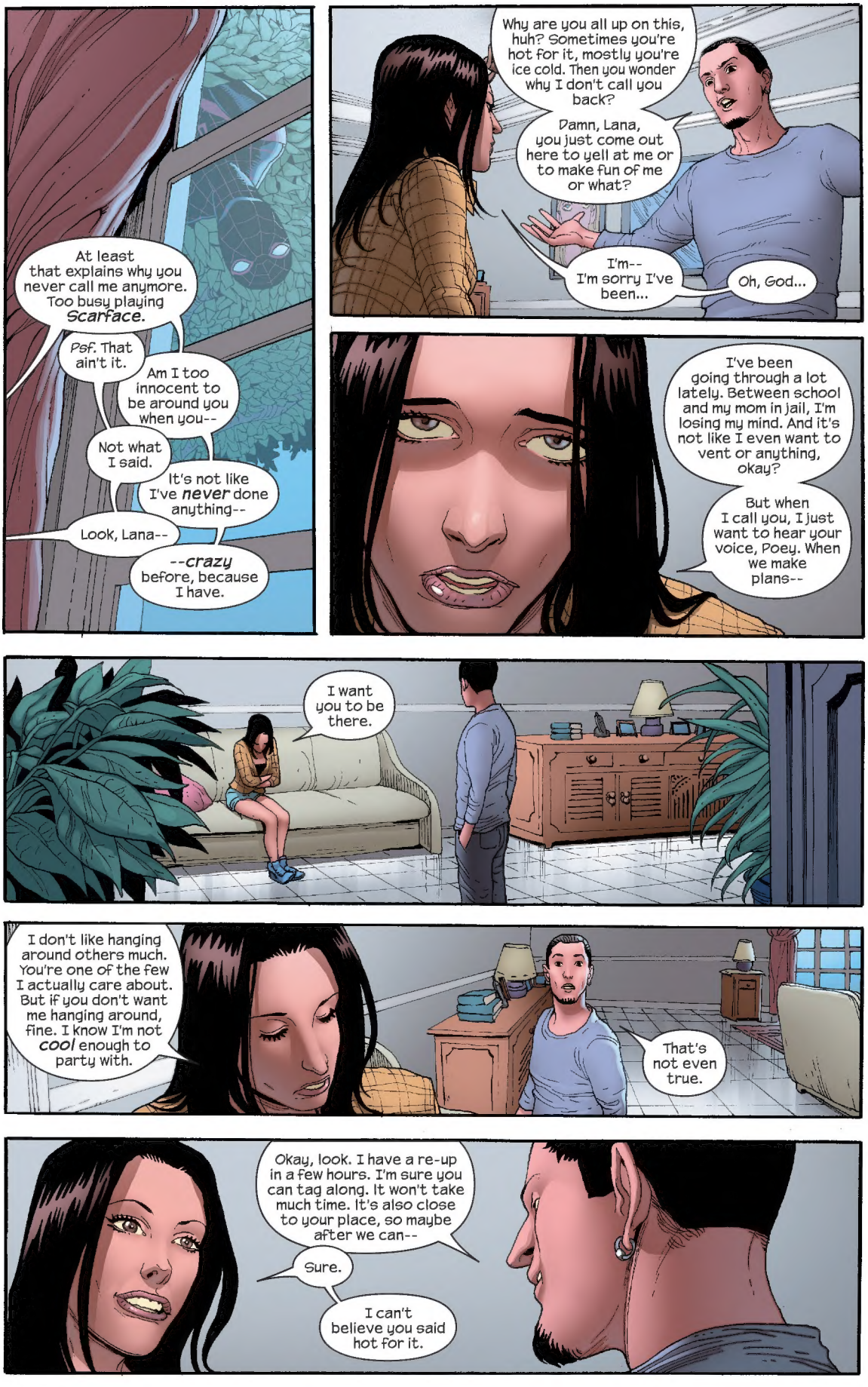

uhjuhjHUH... DON'T--wuhnna-- dddd
It's okay, Jessica, it's okay...
HELL'S KITCHEN
Not... a word.
Not a single--
Buck fifty.
Hmf. Maybe tomorrow.
News
New York
What's the verdict, Dr. Pierce?
Jess is quite a lucky girl. She must've been slipped a fatal mixture of mescalin and fasciculin.
Her advanced molecular makeup served as an antitoxin and pretty much saved her.
Listen, it's been a long night. Feel free to stay in the guest room, but Jess should stay and rest for at least another day.
Finally. Good. Good. This should be the one. This is it. The byline says so. Only took a few days...
Thank you so much for picking me up here, Kitty... and for bringing me to see Pierce in the first place.
His private practice has an open door policy for certain ex-S.H.I.E.L.D. operatives. Luckily, I rate.
I needed you not to die on me, so the pleasure was all mine.
Like all of our greatest kings...
Genetics saved me.
Was wondering-- wondering when I--I...uh
Page six?


How's that chest wound looking, then?
Not gonna wear a bikini anytime soon. It's a bit difficult to breathe in certain positions.
Like standing.
We're never getting a cab, Kitty.
"Recent spree of alleyway slayings--"
"--attributed to--"
--hold on--
"--to gang-related killings"?!
--nnnnnrrrrrRRAAHGH!
Later this week, would you like to join me out on patrol?
Ooooh, patrol. Sure, if you're up to it. Should I get a mask?
Might be a good idea now that you're all misanthropic 'n' stuff. Me, I just have to shake this feeling and I know moping around the apartment won't help.
How's it feel to be living on borrowed time, Ms. Super-Power?
I've felt that way...ever since I was born.
I'm risking my life--
Doing what everyone's too... too scared to do.
And they need to know--
They need a name...
They will know my name.

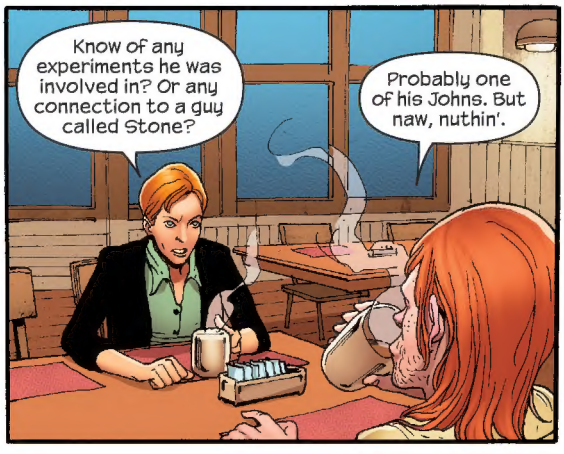

AFTER SCHOOL, BLOCKS AWAY FROM LAGUARDIA HIGH.
Let's go back to your place, Butch. It's got A.C.
Yeah, but my mom's got the week off.
Gotcha, gotcha. Well... let's get Vegas to buy us some beer.
Yeah, maybe Vegas can even get us some booze, too. Celebrate the last day of school right.
Hey, guys!
Lana!
Wussups, y'all.
Not much. Where've you been? We haven't hung out in weeks.
Been stuck at home. Might as well put an ankle bracelet on me.
I hear ya. Got any summer plans?
Not really. I mean, what's a summer without a real boyfriend? Speaking of...
Think we've heard from Poey? Dude dropped off.
Dropped out, too. Been laying low.
He stood me up, like, twice.
Forget that fool, then.
I heard he's been busy.
I saw him running something up to--
You saw him? Where?
Uh--
I wouldn't know.
Ralf!
Holing up at his uncle's.
Ungh--really? So he may as well have his own place then. Okay, I'm so not going there.
Please don't tell him I've been asking about him. Don't want it to get to his head.
By the way, you guys think you're sooo slick, don't you?

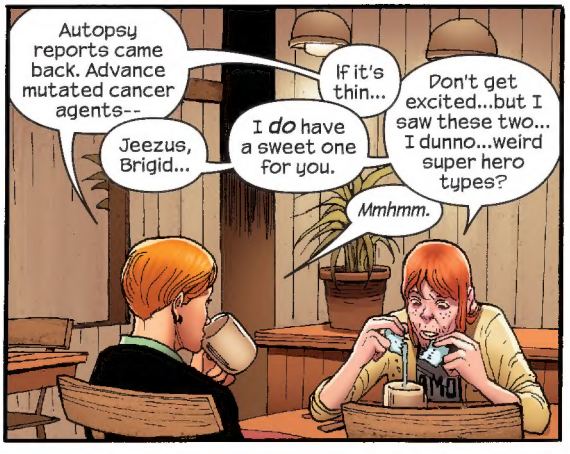

You fools are gonna have to do a *lot* better than that to be sneaky.
What? We're just looking out for friends.
SUMMER OF
SCOURGE


--and now you're living all the way out here in your uncle's place?! Bad enough you never call back! Are you *trying* to break up with me or something?
I didn't know we were going out, Lana.
Oh, really? That's cool. I guess I just like to make out with all of my non-boyfriends. Jeez, Poey.
That's not what I meant.
Why'd you stand me up the other night?
An emergency.
I had an emergency.
Swear to God.
Psf. Okay, look...don't tell anyone.
I've been dealing again.
Oh, my God, Poey...that's *serious.*
C'mon!
Are you okay? Like, are you in danger or anything?
I don't appreciate your sarcasm.
So what is it? Coke, pills...
How'd you get in the mix?
So far, just H. *Don't tell anyone!*
Cousin Eddy. You remember him, right? He's a Skull now.
That make you a gangster, too?
No, kinda...it's minor stuff. Whatever, I needed some money.
Do you have any on you now? Have you sampled it?
What, you've never tried your own merch?
Mmmm, why do *you* want to know?
I am not *you.*
That is the smartest thing you have ever said.

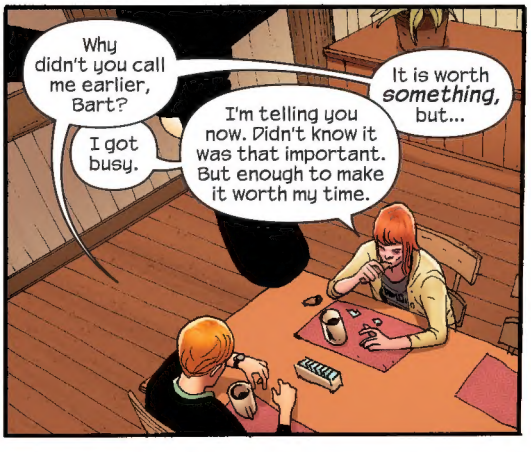

At least that explains why you never call me anymore. Too busy playing *Scarface*.
Psf. That ain't it.
Am I too innocent to be around you when you--
Not what I said.
It's not like I've *never* done anything--
Look, Lana--
--*crazy* before, because I have.
Why are you all up on this, huh? Sometimes you're hot for it, mostly you're ice cold. Then you wonder why I don't call you back?
Damn, Lana, you just come out here to yell at me or to make fun of me or what?
I'm-- I'm sorry I've been...
Oh, God...
I've been going through a lot lately. Between school and my mom in jail, I'm losing my mind. And it's not like I even want to vent or anything, okay?
But when I call you, I just want to hear your voice, Poey. When we make plans--
I want you to be there.
I don't like hanging around others much. You're one of the few I actually care about. But if you don't want me hanging around, fine. I know I'm not *cool* enough to party with.
That's not even true.
Okay, look. I have a re-up in a few hours. I'm sure you can tag along. It won't take much time. It's also close to your place, so maybe after we can--
Sure.
I can't believe you said hot for it.

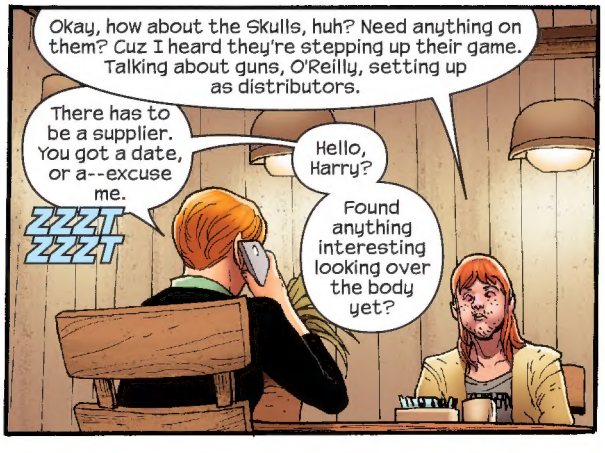
That...is so sick.
I mean, I haven't seen Styx in *forever*. Used to be, I dunno... kinda creepy. The rumors 'bout snuff films didn't help.
Gruenwald's Bodega


Know of any experiments he was involved in? Or any connection to a guy called Stone?
Probably one of his Johns. But naw, nuthin'.

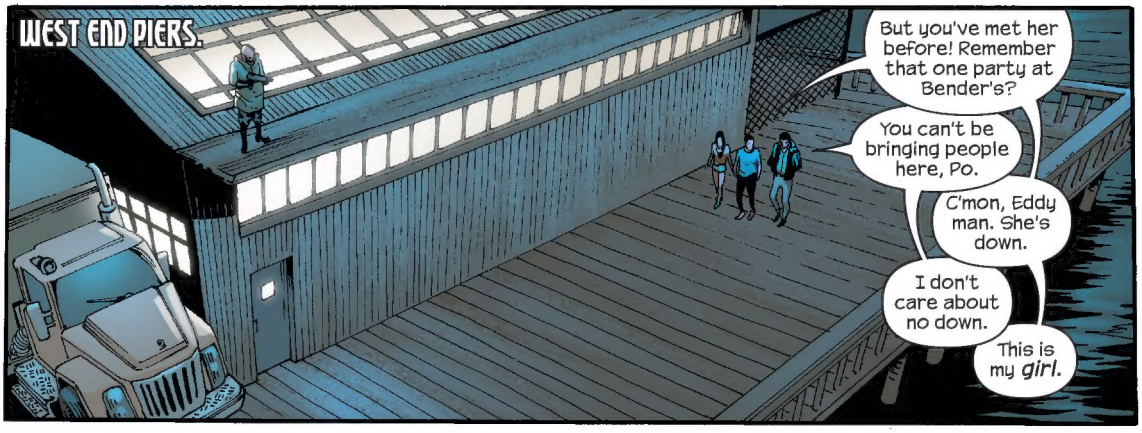

Autopsy reports came back. Advance mutated cancer agents--
Jeezus, Brigid...
If it's thin...
I *do* have a sweet one for you.
Don't get excited...but I saw these two... I dunno...weird super hero types?
Mmhmm.

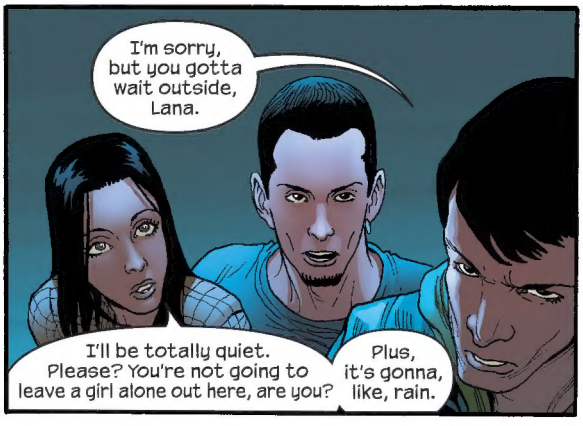
Some white chick who threw...light knives? And some black dude with this huge cape, made him float in the air. They've been taking down Skulls here and there.
Shooting them by any chance?
Naw, why would they? They had powers.
Anyway, been seeing them around the Westside Church.


Why didn't you call me earlier, Bart?
I got busy.
I'm telling you now. Didn't know it was that important. But enough to make it worth my time.
It is worth *something*, but...


Okay, how about the Skulls, huh? Need anything on them? Cuz I heard they're stepping up their game. Talking about guns, O'Reilly, setting up as distributors.
There has to be a supplier. You got a date, or a--excuse me.
ZZZT ZZZT
Hello, Harry?
Found anything interesting looking over the body yet?

About Terry...


WEST END PIERS.
But you've met her before! Remember that one party at Bender's?
You can't be bringing people here, Po.
C'mon, Eddy man. She's down.
I don't care about no down.
This is my girl.


I'm sorry, but you gotta wait outside, Lana.
I'll be totally quiet. Please? You're not going to leave a girl alone out here, are you?
Plus, it's gonna, like, rain.

Please?
C'mon, Eddy, man. We'll be quiet.

You're a real pain, you know that?
Thanks, Eddy. Here's the money.
Hang back. Gimme a minute to get the batch. Don't touch anything.

Eddy? He's a total badass.
Stop it. He's doing me a solid.
Why don't you start dressing more like him?
Yer a jerk.
You love it.
It's you I love, now shut up already!
I don't appreciate your sarcasm.

I wasn't being sarcastic.

I trust your organization is prepared to meet the domestic demands we bring with us?
It's covered. And it's Mister *Jip*.
Not a problem, Jips. What about foreign accounts?
Armenians have been asking around *and* there's a new Haitian division cropping up.
We do appreciate your ambition, King Cobra. Crossbones must've trained you people well. But like I said.
It's covered.
How goes the liquidation?
The rotten Roxxon batch has a shifted timetable. It will hit the streets sooner than later. That okay with you, Mister Ji--
--puh?
Sellers are standing by.

THE HIGHLINE, CHELSEA.
That wasn't so bad, Jess. Mind if we start heading back now?
Sure, Kitty. I kinda love this weather, though...
SPAK
Hey, you hear that?
No, what are you--
SCOURGE
Hey! Stay right where you are!
SPAK
SPAK
Are you--?
I'm fine! Don't let him get away! I'm calling the others.

Aw, no. No! You moron!
VEETBP
VEETBP
VVETBP
VVETBP
÷Gulp.÷
RAK-ABRA-KABRARRA-KA
Huh. So you are real.
Let's remedy that.

Holy crap, is that Spider-Man?
I gotta see this-- c'mon!
Don't care-- don't care if anyone sees me--can't care-- just do it, do it now--
THHHBOM

FWOOSH
Aaaah!

SPAK
SPAK
SPAK
My eyes, you bastard...

What'd you do to my eyes?!

Okay, creep. Don't move a muscle. Give it--
Hey-- no!

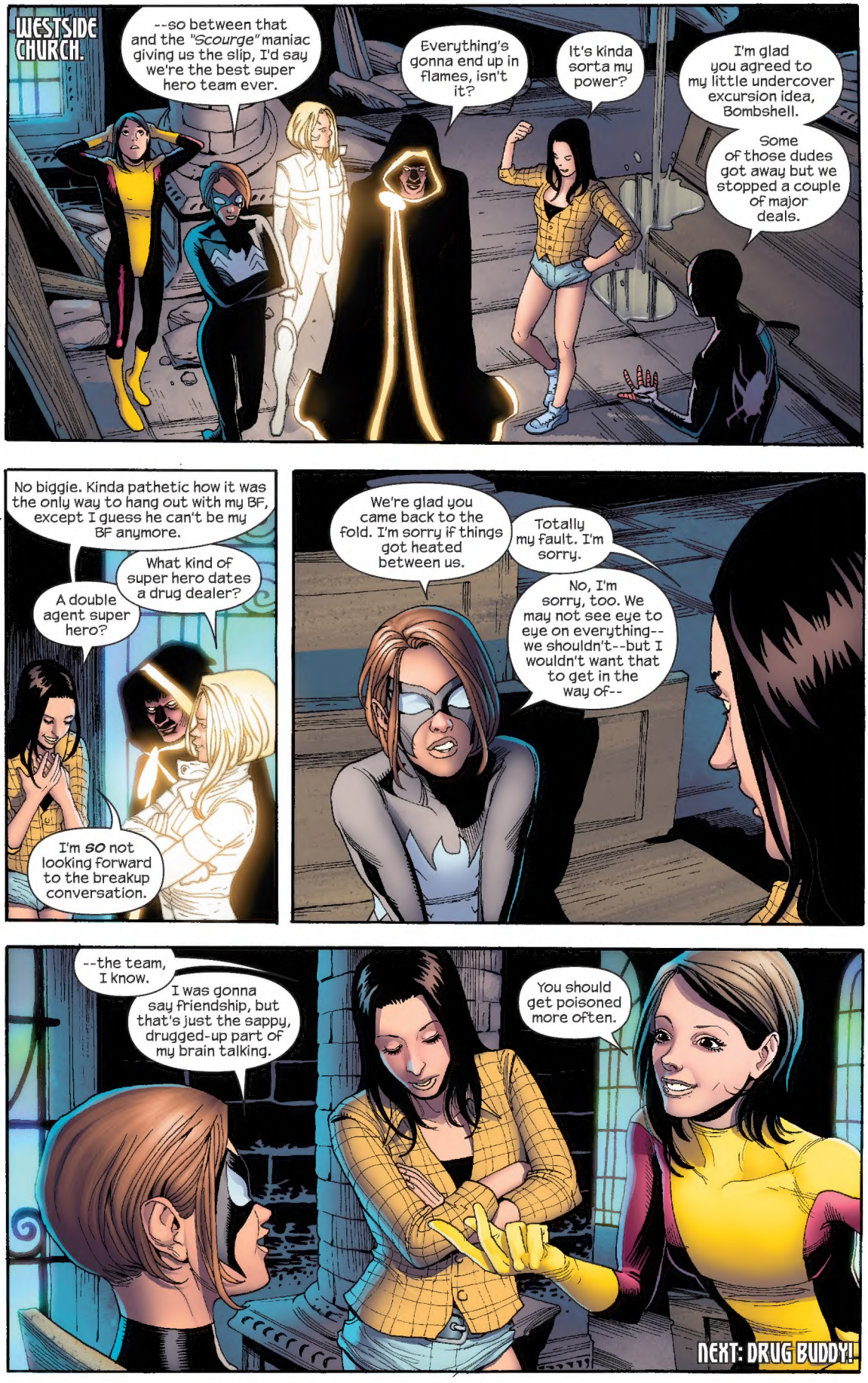
Cloak.
Cloak!
KERRASCHHH!
Gone. I looked everywhere, all over the building, the alleys: nothing. The guy's a-a--ugh.
You really shouldn't be out in the field. I can keep looking around, though.
We should maybe... fix that window?
I'll pay for it. But yeah, we should split.
Hey, where is Spider-Man?

Wish I could give you more time to reload.
Make this a fair fight and all.
Poey, what's going on?
I don't know, I don't know! Are you okay?
Stay behind me, Lana.
Get that-- *ghakk*--get that little--*graaahhk*--*hhhh*
Cover your mouth, would you, Jips? Sounds contagious.
KRACK
Not so fast.
THWIPP

I'm in no rush.
THUMPP
KR-SLAM
Rsssgrsssrss...

Your cousin! We gotta get Eddy!
What? No way, let him-- ouff!
Sorry to lock you out, Po. But business before pleasure.
Something like that.
THSSSHKROOM

What are you still doing here, Bombshell?! Go, go!
Saving your sorry spider-butt?
And don't use my code name, dummy!
You guys all right? Tell me you didn't breathe in that stuff.
We're all good, Mister Spider-Ham.
Why do you care?
Eddy... he's not in there, right?
You guys mind staying until the police arrive?
Hell, no. We're gonna dip.
You never saw us, sir.
Sigh.


WESTSIDE CHURCH
--so between that and the "Scourge" maniac giving us the slip, I'd say we're the best super hero team ever.
Everything's gonna end up in flames, isn't it?
It's kinda sorta my power?
I'm glad you agreed to my little undercover excursion idea, Bombshell.
Some of those dudes got away but we stopped a couple of major deals.
No biggie. Kinda pathetic how it was the only way to hang out with my BF, except I guess he can't be my BF anymore.
What kind of super hero dates a drug dealer?
A double agent super hero?
I'm SO not looking forward to the breakup conversation.
We're glad you came back to the fold. I'm sorry if things got heated between us.
Totally my fault. I'm sorry.
No, I'm sorry, too. We may not see eye to eye on everything--we shouldn't--but I wouldn't want that to get in the way of--
--the team, I know.
I was gonna say friendship, but that's just the sappy, drugged-up part of my brain talking.
You should get poisoned more often.
NEXT: DRUG BUDDY!

BLACK MANTA
EMPIRE
FINCH